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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

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OF COUNSEL

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January 2, 2003

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BY HAND DELIVERY

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, S.W.
Washington, D.C. 20554

Re: **CC Docket No. 00-257: In the Matter of 2000 Biennial Review -- Review of Policies and Rules Concerning Unauthorized Changes of Consumers Long Distance Carriers; Notification of Transfer of Subscriber Base Pursuant to 47 C.P.R. §64.1120**

Dear Secretary Dortch:

Xspedius Management Co., LLC, hereby encloses a copy of the notification letters mailed to customers of Xspedius, LLC. These customers are proposed to be transferred to utility subsidiaries of Xspedius Management Co., LLC operating in their area. Switched services will be provided by Xspedius Management Co. Local Switched Services, LLC and special access service will be provided by the Xspedius Management Co., LLC subsidiary operating in that market.

Xspedius Management Co., LLC provides the following information pursuant to Section 64.1120(e):

Parties to the Transaction: The service providers involved are Xspedius Management Co., LLC operating through Xspedius Management Co. Local Switched Services, LLC and various subsidiaries of Xspedius Management Co., LLC that provide special access services in different markets. These companies will provide the services under the brand name Xspedius Communications.

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List ABCDE

Types of Telecommunications Services Provided to the Affected Subscribers:

The transfer affects customers' local exchange, intraLATA toll, interstate long distance, international and special access services.

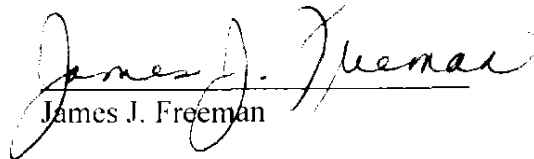
Date of Transfer of the Subscribers to Acquiring Carrier: The migration of subscribers from Xspedius, LLC to Xspedius Communications is expected to occur on or after January 30, 2003 upon receipt of other regulatory approvals.

Certification of Compliance: Appended hereto as *Attachment A* is Xspedius Management Co., LLC's certification required pursuant to Section 64.1120(e)(1) of the Commission's Rules.

Copy of Notice Sent to Affected Subscribers: A copy of the notice sent to the customers of Xspedius, LLC is enclosed as *Attachment B*.

Should you have any questions about these matters, please communicate with this office.

Sincerely,


James J. Freeman

JJF/mbf
Attachments

ATTACHMENT A

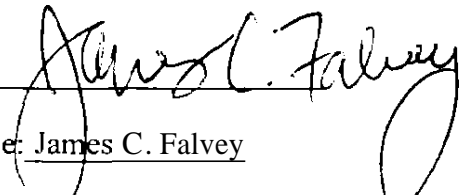
CERTIFICATION OF COMPLIANCE

Certification of Xspedius Management Co., LLC

On behalf of Xspedius Management Co., LLC and its utility subsidiaries, and in accordance with Section 64.1120 of the Commission's Rules, 47 C.F.R. § 64.1120, I hereby certify under penalty of perjury that:

1. I have read the foregoing document and the statements contained therein are true, complete and correct to the best of my knowledge.
2. Xspedius Management Co., LLC, for itself and its subsidiaries has provided advance written notice to all affected subscribers of Xspedius, LLC and will comply with applicable FCC requirements and procedures governing the transfer of customers to subsidiaries of Xspedius Management Co., LLC that are operating in the states in which the subscribers are located. Future service to these customers will be provided under the brand name "Xspedius Communications."

Xspedius Management Co., LLC

By: 

Name: James C. Falvey

Title: Senior Vice President, Regulatory
Affairs

Date: December 24, 2002

ATTACHMENT B

NOTIFICATION TO CUSTOMERS



5555 WingHaven Blvd., Suite 300
O'Fallon, MO 63366

**AN IMPORTANT NOTICE REGARDING YOUR
TELECOMMUNICATIONS SERVICE FROM XSPEDIUS, LLC AND XSPEDIUS
MANAGEMENT CO., LLC**

December 13, 2002

Dear Valued Customer:

We want to thank you for your continued support of Xspedius, LLC. We have provided you with quality telecommunications service and, together, we have built an excellent business relationship. We are excited about the long-term ramifications of the announcements included in this letter, and reassure you that these announcements will have no effect on the services you currently receive.

We are very excited to inform you that Xspedius, LLC and Xspedius Management Co., LLC are combining their respective operations. As part of this transaction, the Xspedius, LLC customers located in the states of Alabama, Louisiana, Mississippi, North Carolina, and Tennessee will be transferred to affiliates of Xspedius Management Co., LLC operating in those states. Customers being provided switched services will have Xspedius Management Co. Switched Services, LLC as their new provider and customers receiving special access services will be served by the Xspedius Management Co., LLC affiliate providing such services in their market. In addition, the combined entities will operate under the single brand name of "Xspedius Communications"

The anticipated date for the transfer of your service to Xspedius Communications is **January 14, 2003**, or as soon thereafter as the necessary governmental approvals can be obtained. Since the current management of Xspedius, LLC and Xspedius Management Co., LLC is substantially the same, there will be no significant change to the service you now enjoy. As a customer of Xspedius Communications, you will continue to receive all the features, current rates and terms and conditions of service that you enjoy today through Xspedius, LLC. Should there be any future changes in rates, terms and conditions of services, notice will be provided in writing or as otherwise permitted by law. Xspedius Communications is committed to a smooth transition of your account – your current telephone number(s) and account will be migrated to Xspedius Communications in a seamless manner. The only change you may notice is the name of your new service provider on your bill once the transition is complete.

Xspedius Communications will continue to draw heavily on the expertise of your current provider, including current Chairman Jim Allen and current CEO Mark Senda. each an industry veteran of over 20 years. Xspedius Communications has a fully funded business plan, with \$100 million in fresh capital and a virtually debt-free balance sheet. As you become a customer of Xspedius Communications. you will gain the benefit of a larger, more robust network. including a network presence in significantly more cities and a nationwide data network.

Unless you choose another carrier within thirty (30) days of the date of this letter. as is your right. you will automatically become a customer of the appropriate Xspedius Communications affiliate in your state upon completion of this transaction. Of course, if you change providers. the terms and conditions of your Xspedius, LLC contract will still apply. including any applicable termination liability or change charges. However. you do not need to take any action. or pay any change charges, to be transferred to Xspedius Communications.

Xspedius, LLC has been and remains committed to providing excellent service to you. Xspedius, LLC will continue to be your single point of contact to address any issues or complaints you may have with your service through the time of this transfer.

We will continue to communicate with you as we make progress toward combining our companies into Xspedius Communications. If you have any questions or concerns. please feel free to contact us at **Xspedius Management Co., LLC** at **1-877-962-1900** or contact **Xspedius, LLC** at **1-800-673-1900**. We look forward to building a long-term telecommunications relationship with you.

Dennis Allen
Executive Vice President Sales & Marketing
Xspedius, LLC

Mark W. Senda
Chief Executive Officer
Xspedius Management Co., LLC